

VIETNAM RUBBER INDUSTRY GROUP
PHUOC HOA RUBBER JOINT STOCK COMPANY

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom - Happiness

No.: 784/CSPH-TCKT

Ho Chi Minh City, June 3, 2026

Re: Disclosure of the Charter on Organization
and Operation of Phuoc Hoa Rubber Joint
Stock Company (amended and supplemented).

EXTRAORDINARY INFORMATION DISCLOSURE

To:

- The State Securities Commission;
- Ho Chi Minh City Stock Exchange.

1. Company name: PHUOC HOA RUBBER JOINT STOCK COMPANY

- Stock code: PHR
- Headquarters address: Hamlet 2A, Phuoc Hoa Commune, Ho Chi Minh City
- Tel: 02743 657 111 Fax: 02743 657 110
- Email: tckt@phr.vn

2. Content of information disclosure:

Phuoc Hoa Rubber Joint Stock Company hereby discloses the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company (amended and supplemented) on June 3, 2026.

3. This information was announced on the company's website on June 3, 2026 at the link: www.phr.vn/thông tin cổ đông.

We hereby commit that the information disclosed above is true and correct, and we shall be fully responsible before the law for the content of the disclosed information.

Attachments : Decision, Charter.

Receiving place:

- As stated above;
- Company website;
- Archive: Office, Accounting and Finance Department.

PERSON DISCLOSING INFORMATION



Vo Thanh Hai

VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JSC

SOCIALIST REPUBLIC OF VIETNAM
Independence - Freedom – Happiness

No.: 590/QD-CSPH

Ho Chi Minh City, June 3rd, 2026

DECISION

On the issuance of the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company (Amended and Supplemented)

THE BOARD OF DIRECTORS OF PHUOC HOA RUBBER JOINT STOCK COMPANY

Pursuant to the Law on Enterprises no. 59/2020/QH14 dated June 17, 2020;

Pursuant to Law No. 76/2025/QH15 dated June 17, 2025 of the National Assembly on Amendments and Supplements to a number of articles of the Law on Enterprises;

Pursuant to the Law on Management and Investment of State Capital in Enterprises No. 68/2025/QH15 dated June 14, 2025;

Pursuant to the Law on Securities No. 54/2019/QH14 dated November 26, 2019;

Pursuant to the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 on detailing the implementation of a number of articles of the Law on Securities;

Pursuant to Circular No. 116/2020/TT-BTC dated December 31, 2020 of the Ministry of Finance guiding a number of articles on corporate governance applicable to public companies under the Government's Decree No. 155/2020/ND-CP dated December 31, 2020 on detailing the implementation of a number of articles of the Law on Securities;

Pursuant to the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company approved by the General Meeting of Shareholders on May 28, 2026;

Pursuant to the Resolution of the General Meeting of Shareholders No. 30/2026/NQ-CSPH dated May 28, 2026.

DECIDES:

Article 1. To issue therewith this Decision the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company (Amended and Supplemented), which was approved by the 2026 Annual General Meeting of Shareholders on May 28, 2026, pursuant to

Resolution No. 30/2026/NQ-CSPH. The amendments and supplements are as follows: Clause 6, Article 47 is amended as follows:

"The annual appropriation rate for the Development and Investment Fund shall be decided by the General Meeting of Shareholders based on the enterprise's development and investment capital requirements, long-term strategies, and annual investment plans approved by the competent authorities; the appropriation rate shall not exceed the maximum limit prescribed by law."

Article 2. This Decision shall take effect from the date of signing and shall replace the Charter on Organization and Operation of Phuoc Hoa Rubber Joint Stock Company which was amended and supplemented at the Annual General Meeting of Shareholders on June 27, 2025.

Article 3. Members of the Board of Directors, the Supervisory Board, the Board of General Directors, functional departments, mass organizations, subordinate units, and related organizations and individuals shall be responsible for the implementation of this Decision. /.

Recipients:

- As mentioned in Article 3;
- State Securities Commission;
- Ho Chi Minh City Stock Exchange;
- Vietnam Rubber Group;
- Company Website;
- Archive: Admin, BOD Secretary.

ON BEHALF OF THE BOD
CHAIRMAN



Huynh Kim Nhat

**VIETNAM RUBBER GROUP
PHUOC HOA RUBBER JOINT STOCK COMPANY**



**CHARTER
OF ORGANIZATION AND OPERATION**

Ho Chi Minh City, June 3rd năm 2026

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I. DEFINITIONS OF TERMS USED IN THE CHARTER

Article 1. Interpretation of Terms

1. In this Charter, the following terms shall be construed as follows:

a) *Charter Capital* means the total par value of shares sold or registered for subscription upon the establishment of the joint stock company and as prescribed in Article 6 of this Charter;

b) *Voting Share Capital* means share capital under which the holder has the right to vote on matters falling within the decision-making authority of the General Meeting of Shareholders;

c) *Law on Enterprises* means the Law on Enterprises no. 59/2020/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on June 17, 2020;

d) *Law on Securities* means the Law on Securities no. 54/2019/QH14 adopted by the National Assembly of the Socialist Republic of Vietnam on November 26, 2019;

d) *Vietnam* means the Socialist Republic of Vietnam;

e) *Establishment Date* means the date on which the Company is first granted the Enterprise Registration Certificate (Business Registration Certificate and other equivalent legal documents);

g) *Executive Officers* means the Director (General Director), Deputy Director (Deputy General Director), Chief Accountant and other executives as prescribed in the Company Charter;

h) *Managers* means managers of the Company, including the Chairman of the Board of Directors, members of the Board of Directors, the Director (General Director), and other individuals holding managerial positions as prescribed in the Company Charter;

i) *Related Person* means any individual or organization as prescribed in Clause 46, Article 4 of the Law on Securities;

k) *Shareholder* means any individual or organization owning at least one share of the joint stock company;

l) *Founding Shareholder* means any shareholder owning at least one ordinary share and signing the list of founding shareholders of the joint stock company;

m) *Major Shareholder* means any shareholder as prescribed in Clause 18, Article 4 of the Law on Securities;

n) *Operation Term* means the duration of operation of the Company as prescribed in Article 2 of this Charter and any extension thereof (if any) approved by the General Meeting of Shareholders of the Company;

o) *Stock Exchange* means the Vietnam Stock Exchange and its subsidiaries.

2. In this Charter, references to any provision or legal document shall include any amendments thereto or replacement documents.

3. The headings (chapters and articles of this Charter) are included for convenience of reference only and shall not affect the interpretation of the contents of this Charter.

II. NAME, FORM, HEAD OFFICE, BRANCHES, REPRESENTATIVE OFFICES, OPERATION TERM AND LEGAL REPRESENTATIVE OF THE COMPANY

Article 2. Name, form, head office, branches, representative offices and operation term of the Company

1. Name of the Company

- Vietnamese name: PHUOC HOA RUBBER JOINT STOCK COMPANY
- English name: PHUOC HOA RUBBER JOINT STOCK COMPANY
- Trading name: PHUOC HOA RUBBER JOINT STOCK COMPANY
- Abbreviated name: PHURUCO



- Company logo:

2. The Company is a joint stock company having legal entity status in accordance with the prevailing laws of Vietnam.

3. The registered head office of the Company is:

- Head office address: Hamlet 2A, Phuoc Hoa Commune, Ho Chi Minh City
- Telephone: 0274 3657.106
- Fax: 0274 3657.110
- E-mail: phuochoarubber@phr.vn
- Website: www.phr.vn

4. The Company may establish branches and representative offices within its business areas in order to achieve the operational objectives of the Company in accordance with resolutions of the Board of Directors and within the scope permitted by law.

5. Unless terminated prior to the expiry date in accordance with Clause 2, Article 52 or the operation term is extended pursuant to Article 53 of this Charter, the operation term of the Company shall commence from the Establishment Date and shall be indefinite.

Article 3. Legal Representative of the Company

The Company shall have 02 legal representatives: Chairman of the Board of Directors and the General Director.

The rights and obligations of the legal representatives shall be prescribed in Article 35 of this Charter.

III. OBJECTIVES, BUSINESS LINES AND OPERATION OF THE COMPANY

Article 4. Operational objectives of the Company

1. The business lines of the Company include:

- Rubber plantation cultivation;
- Crop production support services;
- Forest planting and forest tending;
- Logging. Details: Harvesting of planted forest timber;
- Wholesale of fertilizers and chemicals; wholesale of rubber latex;
- Wholesale of rubber wood;
- Financial service activities;
- Construction of industrial and civil works;
- Processing of rubber wood;
- Retail sale of petroleum products;
- Import-export entrustment service activities;
- Real estate business and land use rights owned, used or leased by the owner/user. Details: Investment in and operation of infrastructure for industrial parks, residential areas and commercial areas; real estate business;
- Construction and repair of road works;
- Post-harvest service activities. Details: Exploitation and processing of rubber latex;
- Freight transport by motor vehicles;
- Manufacture of plastic packaging;
- Manufacture of bio-fertilizers;
- Collection of non-hazardous waste;
- Pollution treatment and other waste management activities;
- Solar power generation (investment in solar energy projects); transmission and distribution
 - of electricity (sale of solar-generated electricity);
 - Registration of vehicles for transportation of waste (sludge, ash and slag to fertilizer plants).

2. The operational objectives of the Company are to conduct business for lawful profit-making purposes, enhance shareholder value, create jobs and stable income for employees, participate in local socio-economic development activities, and engage in production and business activities in compliance with the provisions of law.

Article 5. Business lines and operation of the Company

1. The Company is entitled to formulate plans and conduct all business activities in accordance with the business lines of the Company as published on the National Business Registration Portal and this Charter, in compliance with the prevailing laws, and to implement appropriate measures to achieve the objectives of the Company.

2. The Company may conduct business activities in other sectors and trades as permitted by law and approved by the General Meeting of Shareholders.

IV. CHARTER CAPITAL, SHARES AND FOUNDING SHAREHOLDERS

Article 6. Charter capital, shares and founding shareholders

1. The Charter Capital of the Company is VND 1.354.991.980.000

(In words: One trillion three hundred fifty-four billion nine hundred ninety-one million nine hundred eighty thousand Vietnamese dong).

The total Charter Capital of the Company is divided into 135.499.198 shares with a par value of VND 10.000 per share.

2. The Company may change its Charter Capital upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

3. The shares of the Company at the date of adoption of this Charter include ordinary shares and preference shares (if any). The rights and obligations of shareholders holding each class of shares are prescribed in Articles 12 and 13 of this Charter.

4. The Company may issue other classes of preference shares upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

5. The names, addresses, number of shares and other information relating to the founding shareholders in accordance with the Law on Enterprises are set out in the attached appendix (if any). Such appendix shall constitute an integral part of this Charter.

6. Ordinary shares must be offered for sale in priority to existing shareholders in proportion to their respective ownership ratio of ordinary shares in the Company, unless otherwise resolved by the General Meeting of Shareholders. Shares not subscribed for by shareholders shall be decided upon by the Board of Directors. The Board of Directors may distribute such shares to

subjects under conditions and in a manner deemed appropriate by the Board of Directors, provided that such shares shall not be sold under conditions more favorable than those offered to the existing shareholders, except where such shares are sold through the Stock Exchange by auction method.

7. The Company may repurchase shares issued by itself in accordance with the methods prescribed in this Charter and the prevailing laws. Shares repurchased by the Company shall be treasury shares, and the Board of Directors may offer such shares for sale in a manner consistent with the Law on Securities, relevant guiding documents and the provisions of this Charter.

8. The Company may issue other types of securities upon approval by the General Meeting of Shareholders and in accordance with the provisions of law.

Article 7. Share certificates

1. Shareholders of the Company shall be issued share certificates corresponding to the number and class of shares owned.

2. A share certificate is a type of security certifying the lawful rights and interests of its holder with respect to a portion of the share capital of the issuing organization. A share certificate must contain all particulars prescribed in Clause 1, Article 121 of the Law on Enterprises.

3. Within 15 days from the date of submission of complete documents requesting transfer of share ownership in accordance with the regulations of the Company, or within two months (or such other period as stipulated in the issuance terms) from the date of full payment for subscribed shares in accordance with the share issuance plan of the Company, the owner of such shares shall be issued a share certificate. Shareholders shall not be required to pay the Company any fee for the printing of share certificates.

4. In the event that a share certificate is lost, damaged or otherwise destroyed, the shareholder shall be re-issued a share certificate by the Company upon request. Such request must include the following particulars:

a) Information relating to the lost, damaged or otherwise destroyed share certificate;

b) An undertaking to assume responsibility for any disputes arising from the re-issuance of the new share certificate.

Article 8. Other securities certificates

Bond certificates or other securities certificates issued by the Company must bear the signatures of the legal representative and the seal of the Company.

Article 9. Transfer of shares

1. All shares may be freely transferred except where otherwise provided in this Charter and by law. Shares listed or registered for trading on the Stock Exchange shall be transferred in accordance with the laws on securities and the securities market.

2. Shares which have not been fully paid for shall not be transferable and shall not enjoy related rights and benefits, including the right to receive dividends, the right to receive shares issued for capital increase from owners' equity sources, the right to purchase newly offered shares, and other rights and benefits in accordance with the provisions of law.

Article 10. Redemption of shares

1. In the event that a shareholder fails to fully and punctually pay the amount payable for subscribed shares, the Board of Directors shall issue a notice and may request such shareholder to pay the outstanding amount together with interest thereon and expenses arising from such failure to make full payment to the Company.

2. The aforesaid payment notice must specify a new payment deadline (which shall be at least seven (07) days from the date of dispatch of the notice), the place of payment, and shall clearly state that in the event of failure to make payment as required, the unpaid shares shall be redeemed.

3. The Board of Directors shall have the right to redeem shares which have not been fully and punctually paid for in the event that the requirements stated in the aforesaid notice are not fulfilled.

4. Redeemed shares shall be deemed shares authorized for offering as prescribed in Clause 3, Article 112 of the Law on Enterprises. The Board of Directors may directly or authorize the sale or redistribution of such shares under conditions and in a manner deemed appropriate by the Board of Directors.

5. Shareholders holding redeemed shares must relinquish their status as shareholders with respect to such shares, but shall remain liable for payment of all relevant amounts and accrued interest at the rate determined by the Board of Directors (which shall not exceed 1,5 times the ceiling interest rate announced by the State Bank of Vietnam at the relevant time) from the date of redemption until the date of full payment. The Board of Directors shall have full authority to decide on coercive recovery of the entire share value at the time of redemption.

6. A notice of redemption shall be sent to the holder of the redeemed shares prior to the redemption date. The redemption shall remain valid notwithstanding any error or negligence in the dispatch of such notice.

V. ORGANIZATIONAL STRUCTURE, MANAGEMENT AND SUPERVISION

Article 11. Organizational structure, management and supervision

The organizational structure, management and supervision of the Company shall comprise:

1. The General Meeting of Shareholders;
2. The Board of Directors;
3. The Board of Supervisors;

4. The General Director.

VI. SHAREHOLDERS AND GENERAL MEETING OF SHAREHOLDERS

Article 12. Rights of shareholders

1. Ordinary shareholders shall have the following rights:

a) To attend and speak at meetings of the General Meeting of Shareholders and exercise voting rights directly or through authorized representatives or by other methods as prescribed in the Company Charter and by law. Each ordinary share shall carry one vote;

b) To receive dividends at the rate decided by the General Meeting of Shareholders;

c) To be given priority in subscribing for new shares in proportion to each shareholder's ownership ratio of ordinary shares in the Company;

d) To freely transfer their shares to other persons, except in the cases prescribed in Clause 3, Article 120 and Clause 1, Article 127 of the Law on Enterprises and other relevant provisions of law;

d) To examine, search and extract information relating to names and contact addresses in the list of shareholders entitled to vote; and to request correction of inaccurate information relating to themselves;

e) To examine, search, extract or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders and resolutions of the General Meeting of Shareholders;

g) Upon dissolution or bankruptcy of the Company, to receive a portion of the remaining assets

corresponding to their shareholding ratio in the Company;

h) To request the Company to redeem shares in the cases prescribed in Article 132 of the Law on Enterprises;

i) To be treated equally. Each share of the same class shall confer equal rights, obligations and interests upon its holder. In the event that the Company has preference shares, the rights and obligations attached to such preference shares must be approved by the General Meeting of Shareholders and fully disclosed to shareholders;

k) To have full access to periodic and extraordinary information disclosed by the Company in accordance, with the provisions of law;

l) To have their lawful rights and interests protected; and to request suspension or cancellation of resolutions and decisions of the General Meeting of Shareholders and the Board of Directors in accordance with the Law on Enterprises;

m) Other rights as prescribed by law and this Charter.

2. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares shall have the following rights:

a) To request the Board of Directors to convene a meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 115 and Article 140 of the Law on Enterprises;

b) To examine, search and extract minutes, resolutions and decisions of the Board of Directors, semi-annual and annual financial statements, reports of the Board of Supervisors, contracts and transactions subject to approval by the Board of Directors, and other documents, except documents relating to trade secrets and business secrets of the Company;

c) To request the Board of Supervisors to inspect specific matters relating to the management and operation of the Company where deemed necessary. Such request must be made in writing and include the following particulars: full name, contact address, nationality and legal documents of an individual shareholder; name, enterprise code or legal documents, and head office address of an organizational shareholder; The number of shares and the time of registration of shares held by each shareholder, the total number of shares held by the group of shareholders and the ownership ratio in the total shares of the Company; the matters to be inspected and the purposes of inspection;

d) To propose matters to be included in the agenda of meetings of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than 03 working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares held by the shareholder, and the matters proposed to be included in the meeting agenda;

d) Other rights as prescribed by law and this Charter.

3. Shareholders or groups of shareholders owning 05% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors and the Board of Supervisors. The nomination of candidates to the Board of Directors and the Board of Supervisors shall be carried out as follows:

a) Ordinary shareholders forming a group for the purpose of nominating candidates to the Board of Directors and the Board of Supervisors must notify the attending shareholders of the formation of such group prior to the opening of the General Meeting of Shareholders;

b) Based on the number of members of the Board of Directors and the Board of Supervisors, shareholders or groups of shareholders prescribed in this Clause shall be entitled to nominate one or more persons, as decided by the General Meeting of Shareholders, as candidates for the Board of Directors and the Board of Supervisors. In the event that the number of candidates nominated, by shareholders or groups of shareholders is fewer than the number of candidates they are entitled to nominate under the decision of the General

Meeting of Shareholders, the remaining candidates shall be nominated by the Board of Directors, the Board of Supervisors and other shareholders.

Article 13. Obligations of shareholders

Ordinary shareholders shall have the following obligations:

1. To fully and punctually pay for the shares subscribed for.
2. Not to withdraw contributed capital represented by ordinary shares from the Company in any form, except where such shares are repurchased by the Company or another person. In the event that a shareholder withdraws part or all of the contributed share capital in contravention of this Clause, such shareholder and persons having related interests in the Company shall be jointly liable for the debts and other property obligations of the Company within the value of the withdrawn shares and any damages arising therefrom.
3. To comply with the Company Charter and the internal management regulations of the Company.
4. To comply with resolutions and decisions of the General Meeting of Shareholders and the Board of Directors.
5. To keep confidential the information provided by the Company in accordance with the Company Charter and the provisions of law; to use such information only for the implementation and protection of their lawful rights and interests; and not to disseminate, copy or send information provided by the Company to other organizations or individuals.
6. To attend meetings of the General Meeting of Shareholders and exercise voting rights through the following forms:
 - a) Attending and voting directly at the meeting;
 - b) Authorizing another individual or organization to attend and vote at the meeting;
 - c) Attending and voting through online conferences, electronic voting or other electronic forms;
 - d) Sending voting forms to the meeting by mail, fax or electronic mail;
7. To bear personal responsibility when acting in the name of the Company in any form to carry out any of the following acts:
 - a) Violating the law;
 - b) Conducting business activities and other transactions for personal gain or for the benefit of other organizations or individuals;
 - c) Paying debts not yet due in the presence of financial risks to the Company.
8. To fulfill other obligations in accordance with the prevailing laws.

Article 14. General meeting of shareholders

1. The General Meeting of Shareholders shall comprise all shareholders having voting rights and shall be the highest decision-making body of the Company. The General Meeting of Shareholders shall convene an annual meeting once every year within four (04) months from the end of the fiscal year. The Board of Directors may decide to extend the convening of the Annual General Meeting of Shareholders where necessary, provided that such extension shall not exceed 06 months from the end of the fiscal year. In addition to annual meetings, the General Meeting of Shareholders may convene extraordinary meetings. The location of a meeting of the General Meeting of Shareholders shall be determined as the place where the chairperson attends the meeting and must be within the territory of Vietnam.

2. The Board of Directors shall convene the Annual General Meeting of Shareholders and select an appropriate venue. The Annual General Meeting of Shareholders shall decide on matters prescribed by law and the Company Charter, particularly the adoption of the audited annual financial statements. In the event that the audit report on the annual financial statements of the Company contains material qualified opinions, adverse opinions or disclaimers of opinion, the Company must invite representatives of the approved auditing organization that conducted the audit of the Company's financial statements to attend the Annual General Meeting of Shareholders, and such representatives shall be responsible for attending the Annual General Meeting of Shareholders of the Company.

3. The Board of Directors must convene an extraordinary meeting of the General Meeting of Shareholders in the following cases:

a) Where the Board of Directors deems it necessary for the interests of the Company;

b) Where the remaining number of members of the Board of Directors or the Board of Supervisors is fewer than the minimum number prescribed by law;

c) Upon request of shareholders or groups of shareholders prescribed in Clause 2, Article 115 of the Law on Enterprises. A request for convening a meeting of the General Meeting of Shareholders must be made in writing, clearly stating the reasons and purposes of the meeting, and bear the signatures of the relevant shareholders, or be made in several written copies containing all signatures of the relevant shareholders;

d) Upon request of the Board of Supervisors;

d) Other cases as prescribed by law and this Charter.

4. Convening an extraordinary meeting of the general meeting of shareholders

a) The Board of Directors must convene a meeting of the General Meeting of Shareholders within 30 days from the date on which the number of remaining members of the Board of Directors, independent members of the Board of

Directors or members of the Board of Supervisors falls below the number prescribed at Point b, Clause 3 of this Article, or from the date of receipt of the request prescribed at Points c and d, Clause 3 of this Article;

b) In the event that the Board of Directors fails to convene a meeting of the General Meeting of Shareholders in accordance with Point a, Clause 4 of this Article, then within the following 30 days, the Board of Supervisors shall replace the Board of Directors in convening the meeting of the General Meeting of Shareholders in accordance with Clause 3, Article 140 of the Law on Enterprises;

c) In the event that the Board of Supervisors fails to convene a meeting of the General Meeting of Shareholders in accordance with Point b, Clause 4 of this Article, shareholders or groups of shareholders prescribed in Point c, Clause 3 of this Article shall have the right to request the Company representative to convene the meeting of the General Meeting of Shareholders in accordance with the Law on Enterprises;

In such case, the shareholders or groups of shareholders convening the meeting of the General Meeting of Shareholders may request the Business Registration Authority to supervise the order, procedures for convening, conducting the meeting and issuing resolutions of the General Meeting of Shareholders. All expenses for convening and conducting the meeting of the General Meeting of Shareholders shall be reimbursed by the Company. Such expenses shall not include expenses incurred by shareholders attending the meeting of the General Meeting of Shareholders, including accommodation and travel expenses.

d) Procedures for organizing meetings of the General Meeting of Shareholders shall comply with Clause 5, Article 140 of the Law on Enterprises.

Article 15. Rights and obligations of the general meeting of shareholders

1. The General Meeting of Shareholders shall have the following rights and obligations:

a) To approve the development orientation of the Company;

b) To decide on the classes of shares and the total number of shares of each class authorized for offering; and to decide the annual dividend rate for each class of shares;

c) To elect, dismiss and remove members of the Board of Directors and members of the Board of Supervisors;

d) To decide on investment or sale of assets with a value equal to or exceeding 35% of the total asset value recorded in the latest financial statements of the Company;

d) To decide on amendments and supplements to the Company Charter;

- e) To approve the annual financial statements;
- g) To decide on the repurchase of more than 10% of the total sold shares of each class;
- h) To examine and handle violations committed by members of the Board of Directors or members of the Board of Supervisors causing damage to the Company and its shareholders;
- i) To decide on the reorganization and dissolution of the Company;
- k) To decide on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- l) To approve the Internal Governance Regulations; the Regulations on Operation of the Board of Directors and the Board of Supervisors;
- m) To approve the list of approved auditing firms; to decide on the approved auditing firm conducting audits of the Company's operations; and to dismiss approved auditors where deemed necessary;
- n) Other rights and obligations as prescribed by law.

2. The General meeting of shareholders shall discuss and approve the following matters:

- a) The annual business plan of the Company;
- b) The audited annual financial statements;
- c) Reports of the Board of Directors on corporate governance and operational results of the Board of Directors and each member of the Board of Directors;
- d) Reports of the Board of Supervisors on the business performance of the Company and operational results of the Board of Directors and the General Director;
- d) Self-assessment reports on the operational results of the Board of Supervisors and each member of the Board of Supervisors;
- e) Dividend rates for each share of each class of shares;
- g) The number of members of the Board of Directors and the Board of Supervisors;
- h) Election, dismissal and removal of members of the Board of Directors and members of the Board of Supervisors;
- i) Decision on the budget or total remuneration, bonuses and other benefits for the Board of Directors and the Board of Supervisors;
- k) Approval of the list of approved auditing firms; decision on the approved auditing firm conducting inspection of the Company's operations where deemed necessary;
- l) Supplements to and amendments of the Company Charter;

m) Classes of shares and the number of newly issued shares of each class, and the transfer of shares of founding shareholders within the first 03 years from the Establishment Date;

n) Division, separation, consolidation, merger or conversion of the Company;

o) Reorganization and dissolution (liquidation) of the Company and appointment of liquidators;

p) Decision on investment or sale of assets with a value equal to or exceeding 35% of the total asset value recorded in the latest financial statements of the Company;

q) Decision on the repurchase of more than 10% of the total sold shares of each class;

r) Approval of contracts and transactions entered into between the Company and entities prescribed in Clause 1, Article 167 of the Law on Enterprises with a value equal to or exceeding 35% of the total asset value of the Company recorded in the latest financial statements;

s) Approval of transactions prescribed in Clause 4, Article 293 of Decree no. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities;

t) Approval of the Internal Regulations on Corporate Governance, the Regulations on Operation of the Board of Directors and the Regulations on Operation of the Board of Supervisors;

u) Other matters as prescribed by law and this Charter.

3. All resolutions and matters included in the meeting agenda must be discussed and voted on at the meeting of the General Meeting of Shareholders.

Article 16. Authorization to attend meetings of the general meeting of shareholders

1. Shareholders and authorized representatives of institutional shareholders may directly attend meetings or authorize one or more other individuals or organizations to attend meetings or attend meetings through one of the forms prescribed in Clause 3, Article 144 of the Law on Enterprises.

2. The authorization of individuals or organizations to attend meetings of the General Meeting of Shareholders as prescribed in Clause 1 of this Article must be made in writing. The power of attorney shall be prepared in accordance with the provisions of civil law and must specify the name of the authorizing shareholder, the name of the authorized individual or organization, the number of shares authorized, the contents and scope of authorization, the term of authorization, and the signatures of both the authorizing party and the authorized party.

The authorized person attending the meeting of the General Meeting of Shareholders must submit the power of attorney upon registration for attendance. In the event of re-authorization, the attendee must additionally present the original power of attorney from the shareholder or the authorized representative of the institutional shareholder (if not previously registered with the Company).

3. Voting ballots cast by authorized representatives attending meetings within the authorized scope shall remain valid in any of the following cases, except where:

- a) The authorizing person has died, has limited civil act capacity or has lost civil act capacity;
- b) The authorizing person has revoked the authorization appointment;
- c) The authorizing person has revoked the authority of the person performing the authorization.

This provision shall not apply if the Company receives notice of one of the aforesaid events prior to the opening time of the meeting of the General Meeting of Shareholders or prior to the reconvening of the meeting.

Article 17. Changes of rights

1. Any amendment or cancellation of special rights attached to any class of preference shares shall only be effective upon approval by shareholders representing at least 65% of the total voting rights of all attending shareholders. A resolution of the General Meeting of Shareholders concerning amendments adversely affecting the rights and obligations of holders of preference shares shall only be passed if approved by shareholders attending the meeting and representing at least 75% of the total preference shares of the same class, or by shareholders owning at least 75% of the total preference shares of the same class in the case of obtaining written opinions for passing such resolution.

2. A meeting of shareholders holding a class of preference shares for approval of the aforesaid changes shall only be valid if attended by at least 02 shareholders (or their authorized representatives) holding at least 1/3 of the total par value of the issued shares of such class. In the event that the required quorum is not met, the meeting shall be reconvened within the following 30 days, and holders of shares of such class attending in person or through authorized representatives (regardless of the number of attendees and shares held) shall be deemed to constitute a sufficient quorum. At meetings of holders of the aforesaid preference shares, holders of shares of such class attending in person or through representatives may request secret ballots. Each share of the same class shall carry equal voting rights at such meetings.

3. Procedures for conducting such separate meetings shall be implemented in accordance with Articles 19, 20 and 21 of this Charter.

4. Unless otherwise provided in the terms of issuance of shares, special rights attached to classes of shares having preferential rights with respect to profit distribution or distribution of assets of the. Company shall not be altered when the Company issues additional shares of the same class.

Article 18. Convening of meetings, meeting agenda and notice of meetings of the general meeting of shareholders

1. The Board of Directors shall convene annual and extraordinary meetings of the General Meeting of Shareholders. The Board of Directors shall convene extraordinary meetings of the General Meeting of Shareholders in the cases prescribed in Clause 3, Article 14 of this Charter.

2. The person convening the meeting of the General Meeting of Shareholders must perform the following tasks:

a) Prepare the list of shareholders eligible to attend and vote at the meeting of the General Meeting of Shareholders. The list of shareholders entitled to attend the meeting of the General Meeting of Shareholders shall be prepared no more than 10 days prior to the date of dispatch of the notice of invitation to the meeting of the General Meeting of Shareholders. The Company must disclose information regarding the preparation of the list of shareholders entitled to attend the meeting of the General Meeting of Shareholders at least 20 days prior to the final registration date;

b) Prepare the agenda and contents of the meeting;

c) Prepare documents for the meeting;

d) Prepare draft resolutions of the General Meeting of Shareholders corresponding to the expected contents of the meeting;

e) Determine the time and venue of the meeting;

f) Notify and send notices of invitation to the meeting of the General Meeting of Shareholders to all shareholders entitled to attend the meeting;

g) Perform other tasks serving the meeting.

3. Notice of invitation to the meeting of the General Meeting of Shareholders shall be sent to all shareholders by methods ensuring delivery to the contact addresses of shareholders, and simultaneously published on the website of the Company and the State Securities Commission of Vietnam and the Stock Exchange where the shares of the Company are listed or registered for trading. The person convening the meeting of the General Meeting of Shareholders must send the notice of invitation to all shareholders in the list of shareholders entitled to attend the meeting no later than 21 days prior to the opening date of the meeting (calculated from the date the notice is validly sent or dispatched). The agenda of the meeting of the General Meeting of Shareholders and documents relating to matters to be voted on at the meeting shall be sent to shareholders and/or published on the website of the Company. In the event that documents are not enclosed with the notice of invitation to the

meeting of the General Meeting of Shareholders, the notice must clearly specify the link to all meeting documents for shareholders' access, including:

- a) The meeting agenda and documents used at the meeting;
- b) The list and detailed information of candidates in the case of election of members of the Board of Directors or members of the Board of Supervisors;
- c) Voting ballots;
- d) Draft resolutions for each matter included in the meeting agenda.

4. Shareholders or groups of shareholders prescribed in Clause 2, Article 12 of this Charter shall have the right to propose matters to be included in the agenda of the meeting of the General Meeting of Shareholders. Such proposal must be made in writing and sent to the Company no later than 03 working days prior to the opening date of the meeting. The proposal must clearly state the name of the shareholder, the number of each class of shares held by the shareholder, and the matters proposed to be included in the meeting agenda.

5. The person convening the meeting of the General Meeting of Shareholders shall have the right to refuse proposals prescribed in Clause 4 of this Article in any of the following cases:

- a) The proposal is not submitted in accordance with Clause 4 of this Article;
- b) At the time of the proposal, the shareholder or group of shareholders does not hold at least 5% or more of the ordinary shares as prescribed in Clause 2, Article 12 of this Charter;
- c) The proposed matter does not fall within the decision-making authority of the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

6. The person convening the meeting of the General Meeting of Shareholders must accept and include the proposals prescribed in Clause 4 of this Article in the proposed agenda and contents of the meeting, except for the cases prescribed in Clause 5 of this Article; such proposals shall be officially added to the agenda and contents of the meeting if approved by the General Meeting of Shareholders.

Article 19. Conditions for conducting meetings of the general meeting of shareholders

1. A meeting of the General Meeting of Shareholders shall be conducted when the attending shareholders represent more than 50% of the total voting shares.

2. In the event that the first meeting does not satisfy the conditions for conducting the meeting as prescribed in Clause 1 of this Article, a notice of invitation for the second meeting must be sent within 30 days from the intended date of the first meeting. The second meeting of the General Meeting of

Shareholders shall be conducted when the attending shareholders represent at least 33% of the total voting shares.

3. In the event that the second meeting does not satisfy the conditions for conducting the meeting as prescribed in Clause 2 of this Article, a notice of invitation for the third meeting must be sent within 20 days from the intended date of the second meeting. The third meeting of the General Meeting of Shareholders shall be conducted regardless of the total voting shares represented by the attending shareholders.

Article 20. Procedures for conducting meetings and voting at meetings of the general meeting of shareholders

1. Prior to the opening of the meeting, the Company must conduct shareholder registration procedures and continue such registration until all attending shareholders entitled to attend the meeting have completed registration in accordance with the following order:

a) Upon registration of shareholders, the Company shall issue to each shareholder or authorized representative having voting rights a voting card stating the registration, number, full name of the shareholder, full name of the authorized representative and the number of votes of such shareholder. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted by approval votes, disapproval votes and abstentions. At the meeting, approval voting cards shall be collected first, disapproval voting cards shall be collected thereafter, and finally the total number of approval or disapproval votes shall be counted to determine the result. The vote-counting results shall be announced by the Chairperson immediately prior to the closing of the meeting. The General Meeting of Shareholders shall elect persons responsible for vote counting or supervision of vote counting at the proposal of the Chairperson. The number of members of the votecounting committee shall be decided by the General Meeting of Shareholders based on the proposal of the Chairperson of the meeting;

b) Shareholders, authorized representatives of institutional shareholders or authorized persons arriving after the opening of the meeting shall have the right to immediately register and thereafter participate in and vote at the meeting immediately after registration. The Chairperson shall not be responsible for suspending the meeting to allow late attendees to register, and the validity of matters voted on prior thereto shall remain unchanged.

2. The election of the Chairperson, Secretary and Vote-Counting Committee shall be conducted as follows:

a) The Chairman of the Board of Directors shall act as the chairperson or authorize another member of the Board of Directors to act as the chairperson of the meeting of the General Meeting of Shareholders convened by the Board of Directors. In the event that the Chairman is absent or temporarily unable to perform his/her duties, the remaining members of the Board of Directors shall

elect one among themselves to act as the chairperson of the meeting on a majority basis. If no chairperson can be elected, the Head of the Board of Supervisors shall preside over the election by the General Meeting of Shareholders of a chairperson from among the attendees, and the person receiving the highest number of votes shall act as the chairperson of the meeting;

b) Except for the case prescribed in Point a of this Clause, the person signing the notice convening the meeting of the General Meeting of Shareholders shall preside over the election by the General Meeting of Shareholders of the chairperson of the meeting, and the person receiving the highest number of votes shall act as the chairperson of the meeting;

c) The chairperson shall appoint one or more persons as secretaries of the meeting;

d) The General Meeting of Shareholders shall elect one or more persons to the Vote-Counting Committee upon the proposal of the chairperson of the meeting.

3. The agenda and contents of the meeting must be approved by the General Meeting of Shareholders at the opening session. The agenda must clearly and specifically determine the time allocated for each matter included in the meeting agenda.

4. The chairperson of the meeting shall have the right to implement necessary and reasonable measures to conduct the meeting of the General Meeting of Shareholders in an orderly manner, in accordance with the approved agenda and reflecting the wishes of the majority of attendees.

a) Arrange seating at the venue of the meeting of the General Meeting of Shareholders;

b) Ensure the safety of all persons present at the meeting venue;

c) Facilitate shareholders' attendance (or continued attendance) at the meeting. The person convening the meeting of the General Meeting of Shareholders shall have full authority to change the aforesaid measures and apply all necessary measures. Measures applied may include issuance of admission cards or the use of other selection methods.

5. The General Meeting of Shareholders shall discuss and vote on each matter included in the agenda. Voting shall be conducted by approval votes, disapproval votes and abstentions. The results of vote counting shall be announced by the chairperson immediately prior to the closing of the meeting.

6. Shareholders or authorized representatives attending the meeting after the opening of the meeting shall still be entitled to register and participate in voting immediately after registration; in such case, the validity of matters voted on prior thereto shall remain unchanged.

7. The person convening the meeting or the chairperson of the meeting of the General Meeting of Shareholders shall have the following rights:

a) To require all attendees to submit to inspection or other lawful and reasonable security measures;

b) To request competent authorities to maintain order at the meeting; and to expel persons who fail to comply with the chairperson's authority, intentionally disturb order, obstruct the normal progress of the meeting or fail to comply with security inspection requirements from the meeting of the General Meeting of Shareholders.

8. The chairperson shall have the right to postpone a meeting of the General Meeting of Shareholders for which sufficient registered attendees are present for a period not exceeding 03 working days from the intended opening date of the meeting, and may only postpone the meeting or change the meeting venue in the following cases

a) The meeting venue does not have sufficient seating capacity conveniently accommodating all attendees;

b) Information and communication facilities at the meeting venue do not ensure that attending shareholders may participate, discuss and vote;

c) There are attendees obstructing or disturbing order, posing a risk that the meeting may not be conducted in a fair and lawful manner.

9. In the event that the chairperson postpones or suspends the meeting of the General Meeting of Shareholders contrary to the provisions of Clause 8 of this Article, the General Meeting of Shareholders shall elect another person from among the attendees to replace the chairperson in conducting the meeting until its conclusion; all resolutions adopted at such meeting shall remain valid and enforceable.

10. In the event that the Company applies modern technology to organize the General Meeting of Shareholders through online meetings, the Company shall be responsible for ensuring that shareholders, may participate and vote by electronic voting or other electronic means in accordance with Article 144 of the Law on Enterprises and Clause 3, Article 273 of Decree no. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 21. Adoption of resolutions of the general meeting of shareholders

1. Resolutions on the following matters shall be adopted if approved by shareholders representing at least 65% of the total voting shares of all attending shareholders:

a) Classes of shares and total number of shares of each class;

b) Changes to business lines, trades and sectors;

c) Changes to the organizational and management structure of the Company;

d) Investment projects or sale of assets with a value equal to or exceeding 35% of the total asset

value recorded in the latest financial statements of the Company, except where the Company Charter

stipulates another ratio or value;

d) Reorganization or dissolution of the Company.

2. Voting for election of members of the Board of Directors and the Board of Supervisors must be conducted by cumulative voting method, whereby each shareholder shall have a total number of votes corresponding to the total number of shares owned multiplied by the number of members to be elected to the Board of Directors or the Board of Supervisors, and shareholders shall have the right to allocate all or part of their total votes to one or more candidates. Elected members of the Board of Directors or the Board of Supervisors shall be determined based on the number of votes from highest to lowest, commencing from the candidate receiving the highest number of votes until the required number of members prescribed in the Company Charter is reached. In the event that 02 or more candidates receive an equal number of votes for the final position on the Board of Directors or the Board of Supervisors, a re-election shall be conducted among the candidates having equal votes or selection shall be made according to criteria stipulated in the election regulations or the Company Charter.

3. In the event that a resolution is adopted by collection of written opinions, such resolution of the General Meeting of Shareholders shall be adopted if approved by shareholders owning more than 50% of the total voting shares of all shareholders having voting rights.

4. A resolution of the General Meeting of Shareholders concerning matters adversely changing the rights and obligations of shareholders owning preference shares shall only be adopted if approved by shareholders attending the meeting and owning at least 75% of the total preference shares of the same class, or by shareholders owning at least 75% of the total preference shares of the same class in the case where the resolution is adopted by collection of written opinions.

5. Resolutions shall be adopted when approved by shareholders owning more than 50% of the total voting shares of all attending shareholders, except for the cases prescribed in Clauses 1, 2, 3 and 4 of this Article.

6. Resolutions of the General Meeting of Shareholders adopted by 100% of the total voting shares shall be lawful and immediately effective even where the order and procedures for convening the meeting and adopting such resolutions violate the provisions of the Law on Enterprises and the Company Charter.

Article 22. Authority and procedures for obtaining written opinions of shareholders to adopt resolutions of the general meeting of shareholders

The authority and procedures for obtaining written opinions of shareholders to adopt resolutions of the General Meeting of Shareholders shall be implemented in accordance with the following provisions:

1. The Board of Directors shall have the right to obtain written opinions of shareholders in order to adopt resolutions of the General Meeting of Shareholders where deemed necessary for the interests of the Company.

2. The Board of Directors must prepare opinion collection ballots, draft resolutions of the General Meeting of Shareholders and explanatory documents relating to the draft resolutions, and send them to all shareholders having voting rights no later than 10 days prior to the deadline for returning the opinion ballots. Requirements and methods for sending opinion ballots and accompanying documents shall comply with Clause 3, Article 18 of this Charter.

3. An opinion collection ballot must contain the following principal contents:

- a) Name, address of the head office and enterprise code;
- b) Purpose of obtaining opinions;
- c) Full name, contact address, nationality and legal document number in respect of shareholders being individuals; name, enterprise code or legal document number and address of the head office in respect of shareholders being organizations; or full name, contact address, nationality and legal document number of the representative of organizational shareholders; number of shares of each class and number of voting rights of shareholders;
- d) Matters requiring opinions for adoption of resolutions;
- d) Voting options including approval, disapproval and abstention for each matter requiring opinions;
- e) Deadline for returning completed opinion collection ballots to the Company;
- g) Full name and signature of the Chairman of the Board of Directors.

4. Shareholders may send completed opinion collection ballots to the Company by mail, fax or electronic mail in accordance with the following provisions:

- a) In the case of sending by mail, the completed opinion collection ballot must bear the signature of the shareholder being an individual, or the authorized representative or legal representative of the shareholder being an organization. Opinion collection ballots sent to the Company must be enclosed in sealed envelopes and no person shall be entitled to open them prior to vote counting;

b) In the case of sending by fax or electronic mail, opinion collection ballots sent to the Company must be kept confidential until the time of vote counting;

c) Voting opinion forms returned to the Company after the deadline specified in the voting opinion form, or which have been opened in the case of postal delivery, or disclosed in the case of transmission by fax or email, shall be deemed invalid. Voting opinion forms not returned to the Company shall be deemed as non-participating votes.

5. The Board of Directors shall conduct the vote counting and prepare the vote-counting minutes under the supervision of the Board of Supervisors or of shareholders not holding managerial positions in the Company. The vote-counting minutes must contain the following principal contents:

a) Name, address of the head office, and enterprise registration number;

b) Purpose and matters on which opinions are sought for approval of the resolution;

c) Number of shareholders and total number of voting votes participating in the voting, clearly distinguishing between valid and invalid votes and the method of submission of voting forms, enclosed with an appendix listing shareholders participating in the voting;

d) Total number of votes in favor, votes against, and abstentions for each matter;

d) Matters approved and the corresponding approval voting ratios;

e) Full names and signatures of the Chairman of the Board of Directors, the vote counters, and the vote-counting supervisors.

Members of the Board of Directors, vote counters, and vote-counting supervisors shall be jointly liable for the truthfulness and accuracy of the vote-counting minutes; and jointly liable for damages arising from resolutions passed due to dishonest or inaccurate vote counting.

6. The vote-counting minutes and resolutions must be sent to shareholders within 15 days from the completion date of the vote counting. The sending of vote-counting minutes and resolutions may be replaced by publication on the Company's website within 24 hours from the completion of the vote counting.

7. Returned voting opinion forms, vote-counting minutes, adopted resolutions, and relevant documents enclosed with the voting opinion forms must be archived at the head office of the Company.

8. A resolution adopted in the form of obtaining shareholders' written opinions shall be approved if shareholders representing more than 50% of the total voting shares of all voting shareholders vote in favor and such resolution shall have the same validity as a resolution adopted at a meeting of the General Meeting of Shareholders.

Article 23. Resolutions and minutes of meetings of the general meeting of shareholders

1. Meetings of the General Meeting of Shareholders must be recorded in minutes and may be audio-recorded or otherwise recorded and stored in other electronic forms. The minutes must be made in Vietnamese and may additionally be made in a foreign language, and shall contain the following principal contents:

- a) Name, address of the head office, and enterprise registration number;
- b) Time and venue of the General Meeting of Shareholders;
- c) Meeting agenda and contents of the meeting;
- d) Full names of the Chairperson and the Secretary;
- d) Summary of the proceedings of the meeting and opinions expressed at the General Meeting of Shareholders on each matter in the meeting agenda;
- e) The number of shareholders and the total number of voting votes of shareholders attending the meeting; the appendix containing the list of registered shareholders and shareholders' representatives attending the meeting together with the corresponding number of shares and voting votes;
- g) The total number of voting votes for each matter put to vote, clearly stating the method of voting, the total number of valid votes, invalid votes, votes in favor, votes against, and abstentions; and the corresponding percentage of the total voting votes of shareholders attending the meeting;
- h) Matters approved and the corresponding approval voting ratios;
- i) Full names and signatures of the Chairperson and the Secretary.

Where the Chairperson and/or the Secretary refuse to sign the minutes of the meeting, such minutes shall remain valid if signed by all other members of the Board of Directors attending the meeting and containing all contents prescribed in this Clause. The minutes must clearly state the refusal of the Chairperson, the Secretary to sign the minutes of the meeting.

2. The minutes of the General Meeting of Shareholders must be completed and adopted before the closing of the meeting. The Chairperson and the Secretary of the meeting or other persons signing the minutes shall be jointly liable for the truthfulness and accuracy of the contents thereof.

3. Minutes prepared in Vietnamese and in a foreign language shall have equal legal validity. In the event of any discrepancy between the Vietnamese version and the foreign language version, the Vietnamese version shall prevail.

4. Resolutions and minutes of meetings of the General Meeting of Shareholders, appendices containing the list of shareholders registering to attend the meeting bearing signatures of shareholders, powers of attorney for attendance at the meeting, all documents attached to the minutes (if any), and related documents enclosed with the notice of invitation to the meeting must be

disclosed in accordance with the laws on information disclosure in the securities market and must be archived at the head office of the company.

Article 24. Request for cancellation of resolutions of the general meeting of shareholders

Within ninety (90) days from the date of receipt of the minutes of the General Meeting of Shareholders or the minutes of vote-counting results for obtaining shareholders' written opinions, members of the Board of Directors, Supervisors, the General Director, shareholders or groups of shareholders specified in Clause 3 Article 12 of this Charter shall have the right to request the Court or Arbitration to review and cancel resolutions of the General Meeting of Shareholders in the following cases:

1. The order and procedures for convening meetings or obtaining shareholders' written opinions and issuing resolutions of the General Meeting of Shareholders are not implemented in accordance with the Law on Enterprises and this Charter, except for the case specified in Clause 4 Article 21 of this Charter.

2. The contents of the resolution violate the law or this Charter.

Where a resolution of the General Meeting of Shareholders is cancelled pursuant to a decision of the Court or Arbitration, the person convening the cancelled General Meeting of Shareholders may consider reconvening the General Meeting of Shareholders within 30 days in accordance with the order and procedures prescribed in the Law on Enterprises and this Charter.

VII. BOARD OF DIRECTORS

Article 25. Nomination and candidacy for members of the board of directors

1. Where candidates for the Board of Directors have been identified, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may study such candidates before voting. Candidates for the Board of Directors must provide written commitments regarding the truthfulness and accuracy of the disclosed personal information and must undertake to perform their duties honestly, prudently, and in the best interests of the Company if elected as members of the Board of Directors. Information relating to candidates for the Board of Directors to be disclosed shall include:

- a) Full name, date of birth;
- b) Educational and professional qualifications;
- c) Working experience;
- d) Other managerial positions held (including positions on the Board of Directors of other companies);

e) Interests related to the Company and related parties of the Company;

f) Other information (if any) as prescribed in the Company Charter;

g) A public company shall be responsible for disclosing information regarding companies in which the candidate is holding the position of member of the Board of Directors, other managerial positions, and interests related to such companies of the candidate for the Board of Directors (if any).

2. Shareholders or groups of shareholders holding from 5% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Directors. Shareholders or groups of shareholders holding from 5% to under 10% of the total voting shares shall be entitled to nominate one (01) candidate; from 10% to under 30% shall be entitled to nominate up to two (02) candidates; from 30% to under 50% shall be entitled to nominate up to three (03) candidates; from 50% to under 65% shall be entitled to nominate up to four (04) candidates; and from 65% or more shall be entitled to nominate the full number of candidates for the Board of Directors.

3. Where the number of candidates for the Board of Directors through nomination and selfnomination remains insufficient, the incumbent Board of Directors shall introduce additional candidates or organize nominations in accordance with this Charter, the Internal Regulations on Corporate Governance, and the Operating Regulations of the Board of Directors. The introduction of additional candidates by the incumbent Board of Directors must be clearly announced before the General Meeting of Shareholders votes to elect members of the Board of Directors in accordance with law.

4. Members of the Board of Directors must satisfy the criteria and conditions prescribed in Clauses 1 and 2, Article 155 of the Law on Enterprises.

Article 26. Composition and term of office of members of the board of directors

1. The Board of Directors shall consist of 5 members.

2. The term of office of members of the Board of Directors shall not exceed 05 years and members may be re-elected for an unlimited number of terms. An individual may only be elected as an independent member of the Board of Directors of a company for no more than 02 consecutive terms. Where all members of the Board of Directors simultaneously expire their terms of office, such members shall continue to act as members of the Board of Directors until new members are elected to replace and take over their duties.

3. The composition of the Board of Directors shall be as follows:

The composition of the Board of Directors of the Company must ensure that at least 1/3 of the total number of members of the Board of Directors are non-executive members. The Company shall minimize the number of members of the Board of Directors concurrently holding executive positions in the Company in order to ensure the independence of the Board of Directors. The

total number of independent members of the Board of Directors must include at least 01 independent member.

4. A member of the Board of Directors shall cease to be a member of the Board of Directors in cases where he/she is dismissed, removed, or replaced by the General Meeting of Shareholders in accordance with Article 160 of the Law on Enterprises.

5. The appointment of members of the Board of Directors must be disclosed in accordance with the laws on information disclosure in the securities market.

6. A member of the Board of Directors is not necessarily required to be a shareholder of the Company.

Article 27. Rights and obligations of the board of directors

1. The Board of Directors is the managerial body of the Company and shall have full authority on behalf of the Company to decide and exercise the rights and obligations of the Company, except for rights and obligations falling within the authority of the General Meeting of Shareholders.

2. The rights and obligations of the Board of Directors shall be prescribed by law, the Company Charter, and the General Meeting of Shareholders. Specifically, the Board of Directors shall have the following rights and obligations:

a) To decide on the Company's strategies, medium-term development plans, and annual business plans;

b) To recommend the types of shares and the total number of shares of each type authorized for offering;

c) To decide on the sale of unsold shares within the number of shares authorized for offering of each type; and to decide on raising additional capital in other forms;

d) To decide on the selling prices of shares and bonds of the Company;

d) To decide on the repurchase of shares in accordance with Clauses 1 and 2 Article 133 of the Law on Enterprises;

e) To decide on investment plans and investment projects within its authority and limits prescribed by law;

g) To decide on solutions for market development, marketing, and technology;

h) To approve contracts for purchase, sale, borrowing, lending, and other contracts and transactions having a value equal to or greater than 35% of the total asset value recorded in the latest financial statements of the Company, and contracts and transactions falling within the decision-making authority of the General Meeting of Shareholders pursuant to Point d Clause 2 Article 13 8> and Clauses 1 and 3 Article 167 of the Law on Enterprises;

i) To elect, dismiss, and remove the Chairman of the Board of Directors; to appoint, dismiss, enter into contracts with, and terminate contracts with the General Director and other important managers as prescribed by the Company Charter; to decide on salaries, remunerations, bonuses, and other benefits of such managers; to appoint authorized representatives to participate in the Members' Council, Board of Directors, or General Meeting of Shareholders of other companies; and to decide on remunerations and other benefits of such representatives;

k) To supervise and direct the General Director and other managers in conducting the daily business operations of the Company;

l) To decide on the organizational structure and internal management regulations of the Company; to decide on the establishment of subsidiaries, branches, representative offices, and on capital contribution or acquisition of shares in other enterprises;

m) To approve agendas and contents of documents serving meetings of the General Meeting of Shareholders; to convene meetings of the General Meeting of Shareholders or obtain opinions for the General Meeting of Shareholders to pass resolutions;

n) To submit the audited annual financial statements to the General Meeting of Shareholders;

o) To propose dividend rates; to decide on the time limit and procedures for dividend payment or handling of losses arising in the course of business operations;

p) To propose the reorganization or dissolution of the Company; to request the initiation of bankruptcy procedures for the Company;

q) To decide on the issuance of the Regulation on Operation of the Board of Directors and the Internal Regulation on Corporate Governance after approval by the General Meeting of Shareholders; to decide on the issuance of the Regulation on Operation of the Audit Committee under the Board of

Directors (if any) and the Company's Information Disclosure Regulation;

s) Other rights and obligations in accordance with the Law on Enterprises, the Law on Securities, other relevant laws and this Charter.

3. The Board of Directors shall report to the General Meeting of Shareholders on the operational results of the Board of Directors in accordance with Article 280 of Decree no. 155/2020/ND-CP dated December 31, 2020 of the Government detailing the implementation of a number of articles of the Law on Securities.

Article 28. Remuneration, salaries and other benefits of members of the board of directors

1. The Company shall have the right to pay remuneration and bonuses to members of the Board of Directors based on the business performance and operational efficiency of the Company.

2. Members of the Board of Directors shall be entitled to work remuneration and bonuses

Work remuneration shall be calculated based on the number of working days required to complete the duties of each member of the Board of Directors and the remuneration rate for each working day. The Board of Directors shall determine the remuneration level for each member based on the principle of unanimity. The total remuneration and bonuses of the Board of Directors shall be decided by the General Meeting of Shareholders at the annual meeting.

3. The remuneration of each member of the Board of Directors shall be accounted for as a business expense of the Company in accordance with the laws on corporate income tax, separately presented in the annual financial statements of the Company and reported to the General Meeting of Shareholders at the annual meeting.

4. Members of the Board of Directors holding executive positions or members of the Board of Directors participating in sub-committees of the Board of Directors or performing tasks beyond the normal scope of duties of a member of the Board of Directors may be paid additional remuneration in the form of lump-sum payments for each assignment, salary, commission, percentage of profits or other forms as decided by the Board of Directors.

5. Members of the Board of Directors shall be reimbursed for travel, accommodation and other reasonable expenses incurred in the performance of their duties, including expenses arising from attending meetings of the General Meeting of Shareholders, the Board of Directors or sub-committees of the Board of Directors.

6. Members of the Board of Directors may be covered by liability insurance purchased by the Company subject to approval by the General Meeting of Shareholders. Such insurance shall not cover liabilities of members of the Board of Directors arising from violations of law or violations of the Company Charter.

Article 29. Chairman of the Board of Directors

1. The Chairman of the Board of Directors shall be elected, dismissed or removed by the Board of Directors from among its members.

2. The Chairman of the Board of Directors shall not concurrently hold the position of General Director.

3. The Chairman of the Board of Directors shall have the following rights and obligations:

a) To formulate programs and plans for operation of the Board of Directors;

b) To prepare agendas, contents and documents for meetings; convene, preside over and act as chairperson of meetings of the Board of Directors;

c) To organize the adoption of resolutions and decisions of the Board of Directors;

d) To supervise the implementation of resolutions and decisions of the Board of Directors;

d) To chair meetings of the General Meeting of Shareholders;

e) Other rights and obligations as prescribed by the Law on Enterprises.

4. In the event that the Chairman of the Board of Directors submits a resignation letter or is dismissed or removed from office, the Board of Directors must elect a replacement within 10 days from the date of receipt of the resignation letter or the date of dismissal or removal.

5. In the event that the Chairman of the Board of Directors is absent or unable to perform his/her duties, he/she must authorize in writing another member to exercise the rights and perform the obligations of the Chairman of the Board of Directors in accordance with the principles prescribed in the Company Charter. In the absence of an authorized person, or where the Chairman of the Board of Directors dies, is missing, is held in temporary detention, is serving an imprisonment sentence, is serving an administrative handling measure at a compulsory drug rehabilitation establishment or compulsory education institution, absconds from the place of residence, has limited or lost civil act capacity, has difficulties in cognition or behavior control, or is prohibited by the Court from holding positions, practicing a profession or performing certain work, the remaining members shall elect one among themselves to hold the position of Chairman of the Board of Directors in accordance with the principle of majority approval of the remaining members until a new decision is made by the Board of Directors.

Article 30. Meetings of the Board of Directors

1. The Chairman of the Board of Directors shall be elected at the first meeting of the Board of Directors within 07 working days from the date of completion of the election of such Board of Directors. This meeting shall be convened and chaired by the member having the highest number of votes or the highest voting ratio. In the event that more than one member has the same highest number of votes or voting ratio, the members shall elect, based on the majority principle, 01 among them to convene the meeting of the Board of Directors.

2. The Board of Directors shall convene at least once every quarter and may hold extraordinary meetings.

3. The Chairman of the Board of Directors shall convene a meeting of the Board of Directors in the following cases:

a) Upon request of the Board of Supervisors or an independent member of the Board of Directors;

b) Upon request of the General Director or at least 05 other managers;

c) Upon request of at least 02 members of the Board of Directors.

4. The requests specified in Clause 3 of this Article must be made in writing, clearly stating the purposes, issues to be discussed and decided upon within the authority of the Board of Directors.

5. The Chairman of the Board of Directors must convene a meeting of the Board of Directors within 07 working days from the date of receipt of the request specified in Clause 3 of this Article. In the event that the Chairman of the Board of Directors fails to convene the meeting as requested, the Chairman of the Board of Directors shall be liable for any damages incurred by the Company; the requesting person shall have the right to replace the Chairman of the Board of Directors in convening the meeting of the Board of Directors.

6. The Chairman of the Board of Directors or the person convening the meeting of the Board of Directors must send the notice of invitation to the meeting no later than 03 working days prior to the meeting date. The notice of invitation must specify the time and venue of the meeting, agenda, matters to be discussed and decided. The notice of invitation must be accompanied by documents to be used at the meeting and voting ballots of members.

The notice of invitation to the meeting of the Board of Directors may be sent by invitation letter, telephone, fax, electronic means or other methods as prescribed in the Company Charter, provided that it reaches the registered contact address of each member of the Board of Directors at the Company.

7. The Chairman of the Board of Directors or the convener shall send the notice of invitation and enclosed documents to members of the Board of Supervisors in the same manner as to members of the Board of Directors.

8. Members of the Board of Supervisors shall have the right to attend meetings of the Board of Directors and to participate in discussions but shall not have the right to vote.

9. A meeting of the Board of Directors shall be conducted when at least 3/4 of the total number of members attend the meeting. In the event that the meeting convened in accordance with this Clause does not have sufficient attending members as prescribed, a second meeting shall be convened within 07 days from the intended date of the first meeting. In such case, the meeting shall be conducted if more than one-half of the members of the Board of Directors attend the meeting.

10. A member of the Board of Directors shall be deemed to attend and vote at the meeting in the following cases:

a) Attending and voting directly at the meeting;

b) Authorizing another person to attend and vote in accordance with Clause 11 of this Article;

c) Attending and voting through online conference, electronic voting or other electronic forms;

d) Sending voting ballots to the meeting by post, fax or electronic mail;

d) Sending voting ballots by other means [as prescribed in the Company Charter].

10. In the event that voting ballots are sent to the meeting by post, the voting ballots must be enclosed in sealed envelopes and delivered to the Chairman of the Board of Directors no later than 01 hour prior to the opening of the meeting. Voting ballots shall only be opened in the presence of all attendees.

11. Members must attend all meetings of the Board of Directors in full. A member may authorize another person to attend and vote on his/her behalf if approved by the majority of the members of the Board of Directors.

12. Resolutions and decisions of the Board of Directors shall be passed if approved by the majority of attending members; in the event of an equal number of votes, the final decision shall belong to the side having the opinion of the Chairman of the Board of Directors.

Article 31. Sub-committees under the Board of Directors

1. The Board of Directors may establish subordinate sub-committees in charge of development policies, personnel, remuneration, internal audit and risk management. The number of members of a sub-committee shall be decided by the Board of Directors and must be at least 03 people, including members of the Board of Directors and external members. Independent members of the Board of Directors/non-executive members of the Board of Directors should constitute the majority of the sub-committee, and one of such members shall be appointed as Head of the sub-committee by decision of the Board of Directors. The operation of the sub-committee must comply with the regulations of the Board of Directors. Resolutions of the sub-committee shall only be valid when approved by the majority of members attending and voting at the sub-committee meeting.

2. The implementation of decisions of the Board of Directors or sub-committees under the Board of Directors must comply with current laws and regulations, and the provisions of the Company Charter and the Internal Regulations on Corporate Governance.

Article 32. Person in charge of corporate governance

1. The Board of Directors of the Company must appoint at least 01 person in charge of corporate governance to assist in the corporate governance activities of the enterprise. The person in charge of corporate governance may concurrently serve as Company Secretary in accordance with Clause 5 Article 156 of the Law on Enterprises.

2. The person in charge of corporate governance must not concurrently work for the approved auditing organization currently auditing the Company's financial statements.

3. The person in charge of corporate governance shall have the following rights and obligations:

a) Advising the Board of Directors on organizing meetings of the General Meeting of Shareholders in accordance with regulations and on matters relating to the relationship between the Company and shareholders;

b) Preparing meetings of the Board of Directors, the Board of Supervisors and the General Meeting of Shareholders at the request of the Board of Directors or the Board of Supervisors;

c) Advising on procedures for meetings;

d) Attending meetings;

d) Advising on procedures for preparation of resolutions of the Board of Directors in compliance with the provisions of law;

e) Providing financial information, copies of minutes of meetings of the Board of Directors and other information to members of the Board of Directors and members of the Board of Supervisors;

g) Supervising and reporting to the Board of Directors on the Company's information disclosure activities;

h) Acting as the contact point with stakeholders;

i) Maintaining confidentiality of information in accordance with the provisions of law and the Company Charter;

k) Other rights and obligations as prescribed by law.

VIII. GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 33. Organizational structure of management

The management system of the Company must ensure that the management apparatus is accountable to the Board of Directors and subject to the supervision and direction of the Board of Directors in the daily business operations of the Company. The Company shall have a General Director and Deputy

General Directors. The Chief Accountant and other managerial positions shall be appointed by the Board of Directors. The appointment, dismissal or removal of the above-mentioned positions must be approved by resolutions or decisions of the Board of Directors.

Article 34. Company executives

1. Executives of the Company include the General Director, Deputy General Directors, Chief Accountant and other executives appointed by the Board of Directors.

2. Upon the recommendation of the General Director and subject to the approval of the Board of Directors, the Company may recruit other executives in numbers and with qualifications suitable to the organizational structure and management regulations of the Company as prescribed by the Board of Directors. Executives of the enterprise shall be responsible for supporting the Company in achieving its operational and organizational objectives.

3. The General Director shall be entitled to salary and bonuses. The salary and bonuses of the General Director shall be determined by the Board of Directors.

4. Salaries of executives shall be accounted for as operating expenses of the Company in accordance with the laws on corporate income tax, separately presented in the annual financial statements of the Company and reported to the General Meeting of Shareholders at the annual meeting.

Article 35. Appointment, dismissal, duties and powers of the General Director

1. The Board of Directors shall appoint 01 member of the Board of Directors or hire another person to serve as the General Director.

2. The General Director shall manage the daily business operations of the Company; be subject to the supervision of the Board of Directors; and be accountable to the Board of Directors and before the law for the performance of assigned rights and obligations.

3. The term of office of the General Director shall not exceed 05 years and he/she may be reappointed for an unlimited number of terms. The General Director must satisfy the standards and conditions prescribed by law.

4. The General Director shall have the following rights and obligations:

a) To decide on matters relating to the daily business operations of the Company that do not fall within the authority of the Board of Directors;

b) To organize the implementation of resolutions and decisions of the Board of Directors;

c) To organize the implementation of the Company's business plans and investment plans;

d) To propose plans on organizational structure and internal management regulations of the Company;

d) To appoint, dismiss and remove managerial positions within the Company, except for positions falling under the authority of the Board of Directors;

e) To decide salaries and other benefits for employees of the Company, including managers appointed by the General Director;

g) To recruit employees;

- h) To propose plans for dividend payment or handling business losses;
- i) Other rights and obligations as prescribed by law, the Company Charter, and resolutions and decisions of the Board of Directors.

5. The Board of Directors may dismiss the General Director upon approval by the majority of attending members of the Board of Directors having voting rights and appoint a new General Director as replacement.

IX. BOARD OF SUPERVISORS

Article 36. Nomination and candidacy for members of the Board of Supervisors

1. Where candidates for the Board of Supervisors have been identified in advance, the Company must disclose information relating to such candidates at least 10 days prior to the opening date of the General Meeting of Shareholders on the Company's website so that shareholders may review the candidates before voting. Candidates for the Board of Supervisors must provide written commitments regarding the truthfulness and accuracy of the disclosed personal information and must undertake to perform their duties honestly, prudently and in the best interests of the Company if elected as members of the Board of Supervisors. Information relating to candidates for the Board of Supervisors to be disclosed includes:

- a. Full name, date of birth;
- b. Professional qualifications;
- c. Working experience;
- d. Other managerial positions held (including positions as members of the board of supervisors of other companies);
- e. Interests related to the Company and related parties of the Company;
- f. Other information (if any);
- g. A public company must disclose information about companies in which the candidate currently holds the position of member of the Board of Supervisors, other managerial positions and interests related to such companies of the candidate for the Board of Supervisors (if any).

2. A shareholder or group of shareholders owning 5% or more of the total ordinary shares shall have the right to nominate candidates to the Board of Supervisors. Shareholders or groups of shareholders holding from 5% to under 30% of the total voting shares may nominate one (01) candidate; from 30% to under 50% may nominate up to two (02) candidates; and from 50% or more may nominate the full number of candidates for the Board of Supervisors.

3. In the event that the number of candidates for the Board of Supervisors nominated and self-nominated is insufficient, the incumbent Board of Supervisors may nominate additional candidates or organize nominations in accordance with the mechanism prescribed in the Company Charter, the Internal

Regulations on Corporate Governance and the Operating Regulations of the Board of Supervisors. The nomination of additional candidates by the incumbent Board of Supervisors must be clearly disclosed before the General Meeting of Shareholders votes to elect members of the Board of Supervisors.

Article 37. Composition of the Board of Supervisors

1. The Board of Supervisors of the Company shall consist of 03 members. The term of office of a member of the Board of Supervisors shall not exceed 05 years and members may be re-elected for an unlimited number of terms.

2. Members of the Board of Supervisors must satisfy the standards and conditions prescribed in Article 169 of the Law on Enterprises and must not fall into the following cases:

- a) Working in the accounting or finance department of the Company;
- b) Being a member or employee of the independent auditing firm that has audited the Company's financial statements during the preceding 03 consecutive years.

3. A member of the Board of Supervisors shall be dismissed in the following cases:

- a) No longer satisfying the criteria and conditions for being a member of the Board of Supervisors as prescribed in Clause 2 of this Article;
- b) Submitting a resignation letter and having such resignation accepted;
- c) Other cases as prescribed by law and this Charter.

4. A member of the Board of Supervisors shall be removed from office in the following cases:

- a) Failing to fulfill assigned duties and responsibilities;
- b) Failing to exercise his/her rights and obligations for 06 consecutive months, except in cases of force majeure;
- c) Repeatedly violating or seriously violating the obligations of a member of the Board of Supervisors as prescribed by the Law on Enterprises and the Company Charter;
- d) Other cases as resolved by the General Meeting of Shareholders;
- d) Other cases as prescribed by law and this Charter.

Article 38. Head of the Board of Supervisors

1. The Head of the Board of Supervisors shall be elected by the Board of Supervisors from among its members in accordance with the majority voting principle. More than half of the members of the Board of Supervisors must permanently reside in Vietnam. The Head of the Board of Supervisors must possess a university degree or higher in one of the following disciplines:

economics, finance, accounting, auditing, law, business administration, or other disciplines related to the Company's business operations.

2. Rights and obligations of the Head of the Board of Supervisors:

- a) To convene meetings of the Board of Supervisors;
- b) To request the Board of Directors, the General Director, and other executives to provide relevant information for reporting to the Board of Supervisors;
- c) To prepare and sign reports of the Board of Supervisors after consulting with the Board of Directors for submission to the General Meeting of Shareholders.

Article 39. Rights and obligations of the Board of Supervisors

The Board of Supervisors shall have the rights and obligations prescribed in Article 170 of the Law on Enterprises and the following rights and obligations:

1. To propose and recommend that the General Meeting of Shareholders approve the list of approved auditing firms to audit the Company's financial statements; to decide on the approved auditing firm conducting inspections of the Company's operations and dismiss the approved auditor when deemed necessary;
2. To be accountable to shareholders for its supervisory activities;
3. To supervise the Company's financial status and the compliance with laws in the activities of members of the Board of Directors, the General Director, and other managers;
4. To ensure coordination in operations with the Board of Directors, the General Director, and shareholders;
5. In the event of detecting any violation of law or violation of the Company Charter by a member of the Board of Directors, the General Director, or other executives of the enterprise, the Board of Supervisors must notify the Board of Directors in writing within 48 hours, requesting the violating person to terminate the violation and implement remedial measures.
6. To formulate the Operating Regulation of the Board of Supervisors and submit the same to the General Meeting of Shareholders for approval.
7. To report to the General Meeting of Shareholders in accordance with the Law on Enterprises.
8. To have the right to access records and documents of the Company kept at the head office, branches, and other locations; and to visit the workplaces of managers and employees of the Company during working hours.
9. To have the right to request the Board of Directors, members of the Board of Directors, the General Director, and other managers to provide

complete, accurate, and timely information and documents regarding the management, administration, and business operations of the Company.

10. Other rights and obligations as prescribed by law.

Article 40. Meetings of the Board of Supervisors

1. The Board of Supervisors must convene at least 02 meetings per year. The number of attending members must be at least 2/3 of the total members of the Board of Supervisors. Minutes of meetings of the Board of Supervisors must be prepared in a detailed and clear manner. The minute recorder and attending members of the Board of Supervisors must sign the meeting minutes. Minutes of meetings of the Board of Supervisors must be archived in order to determine the responsibilities of each member of the Board of Supervisors.

2. The Board of Supervisors shall have the right to request members of the Board of Directors, the General Director, and representatives of the approved auditing organization to attend meetings and clarify matters requiring explanation.

Article 41. Salaries, remuneration, bonuses and other benefits of members of the Board of Supervisors

1. Members of the Board of Supervisors shall be entitled to salaries, remuneration, bonuses, and other benefits in accordance with resolutions of the General Meeting of Shareholders and legal regulations on salary payments for enterprise managers. The General Meeting of Shareholders shall decide the total salaries, remuneration, bonuses, other benefits, and annual operating budget of the Board of Supervisors.

2. Members of the Board of Supervisors shall be reimbursed for reasonable expenses for accommodation, meals, travel, and use of independent consulting services. The total amount of such remuneration and expenses shall not exceed the annual operating budget of the Board of Supervisors approved by the General Meeting of Shareholders.

3. Salaries and operating expenses of the Board of Supervisors shall be accounted for as business expenses of the Company in accordance with the laws on corporate income tax and other relevant laws, and must be separately stated in the annual financial statements of the Company.

X. RESPONSIBILITIES OF MEMBERS OF THE BOARD OF DIRECTORS, SUPERVISORS, THE GENERAL DIRECTOR AND OTHER EXECUTIVES

Article 42. Duty of care

Members of the Board of Directors, Supervisors, the General Director, and other executives shall perform their duties, including duties performed in the capacity as members of sub-committees of the

Board of Directors, honestly and prudently in the best interests of the Company.

Article 43. Duty of loyalty and avoidance of conflicts of interest

1. Members of the Board of Directors, Supervisors, the General Director, and other executives must disclose related interests in accordance with the Law on Enterprises and other relevant legal regulations.

2. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and persons related to such persons may only use information obtained by virtue of their positions for the benefit of the Company.

3. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers are obligated to notify the Board of Directors and the Board of Supervisors in writing of transactions between the Company, its subsidiaries, and other companies in which the Company holds more than 50% of the charter capital, and such persons or their related persons in accordance with the law. For the aforesaid transactions approved by the General Meeting of Shareholders or the Board of Directors, the Company must disclose information on such resolutions in accordance with the securities laws on information disclosure.

4. Members of the Board of Directors shall not vote on transactions that bring benefits to themselves or to their related persons in accordance with the Law on Enterprises.

5. Members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, and their related persons shall not use or disclose internal information to other persons for carrying out relevant transactions.

6. Transactions between the Company and one or more members of the Board of Directors, members of the Board of Supervisors, the General Director, other executives, and organizations or individuals related to such persons shall not be invalidated in the following cases:

a) For transactions with a value less than or equal to 0,5% of the total asset value recorded in the latest financial statements, the material contents of the contract or transaction, as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, or other executives, have been reported to the Board of Directors and approved by a majority vote of the members of the Board of Directors having no related interests;

b) For transactions with a value exceeding 0,5% or transactions resulting in the aggregate transaction value arising within 12 months from the date of execution of the first transaction reaching 0,5% or more of the total asset value recorded in the latest financial statements, the material contents of such

transactions as well as the relationships and interests of the members of the Board of Directors, members of the Board of Supervisors, the General Director, or other managers have been disclosed to shareholders and approved by the General Meeting of Shareholders by votes of shareholders without related interests.

Article 44. Liability for damages and compensation

1. Members of the Board of Directors, members of the Board of Supervisors, the General Director, and other managers who breach their obligations and duties of honesty and prudence or fail to properly perform their obligations shall be liable for damages caused by their violations.

2. The Company shall indemnify persons who have been, are, or may become a related party in complaints, lawsuits, or prosecutions (including civil and administrative cases and cases in which the Company is not the plaintiff) if such persons have been or are members of the Board of Directors, members of the Board of Supervisors, the General Director, other managers, employees, or authorized representatives of the Company who have performed or are performing duties as authorized by the Company, acting honestly and prudently in the interests of the Company on the basis of compliance with the law and where there is no evidence proving that such persons have breached their responsibilities.

3. Indemnification expenses shall include judgment expenses, fines, actual payable amounts incurred in the settlement of such cases (including attorney's fees) within the scope permitted by law. The Company may purchase insurance for such persons in order to avoid the indemnification liabilities mentioned above.

XI. RIGHT TO INSPECT COMPANY BOOKS AND RECORDS

Article 45. Right to inspect books and records

1. Ordinary shareholders shall have the right to inspect books and records as follows:

a) Ordinary shareholders shall have the right to examine, inspect, and extract information relating to names and contact addresses in the list of voting shareholders; request correction of inaccurate information relating to themselves; examine, inspect, extract, or copy the Company Charter, minutes of meetings of the General Meeting of Shareholders, and resolutions of the General Meeting of Shareholders;

b) Shareholders/groups of shareholders owning 05% or more of ordinary shares shall have the right to examine, inspect, and extract minutes, resolutions, decisions of the Board of Directors, financial statements, reports of the Board of Supervisors, contracts approved by the Board of Directors, and other documents, except for trade secrets.

2. In the event that an authorized representative of a shareholder or a group of shareholders requests to inspect books and records, such request must be accompanied by a power of attorney from the shareholder or group of shareholders whom that person represents, or a notarized copy of such power of attorney.

3. Members of the Board of Directors, members of the Supervisory Board, the General Director, and other managers have the right to inspect the Company's shareholder register, the list of shareholders, and other books and records of the Company for purposes related to their positions, provided that this information must be kept confidential.

4. The Company must archive these Charter and any amendments or supplements to the Charter, the Business Registration Certificate, regulations, documents proving asset ownership, resolutions of the General Meeting of Shareholders and the Board of Directors, minutes of meetings of the General Meeting of Shareholders and the Board of Directors, reports of the Board of Directors, reports of the Supervisory Board, annual financial statements, accounting books, and other documents as prescribed by law at the head office or another location, provided that shareholders and the Business Registration Authority are notified of the storage location of these documents.

5. The company's charter must be published on the Company's website.

XII. EMPLOYEES AND TRADE UNION

Article 46. Employees and trade union

1. The General Director shall formulate plans for submission to the Board of Directors for approval of matters relating to recruitment, termination of employment, salaries, social insurance, employee welfare, rewards and disciplinary actions applicable to employees and executive officers of the Company.

2. The General Director shall formulate plans for submission to the Board of Directors for approval of matters relating to the relationship between the Company and trade union organizations in accordance with the best management standards, practices and policies, the practices and policies prescribed in this Charter, the internal regulations of the Company and the applicable laws.

XIII. PROFIT DISTRIBUTION

Article 47. Profit distribution

1. The General Meeting of Shareholders shall decide the annual dividend rate and form of dividend payment from retained earnings of the Company.

2. The Company shall not pay interest on dividends or any amounts payable relating to shares.

3. The Board of Directors may propose to the General Meeting of Shareholders for approval the payment of all or part of dividends in shares, and the Board of Directors shall be the body responsible for implementing such decision.

4. In cases where dividends or other amounts relating to a class of shares are paid in cash, the Company shall make such payment in Vietnamese Dong. Payment may be made directly or through banks based on the bank account details provided by shareholders. Where the Company has transferred payment in accordance with the bank account details provided by a shareholder but such shareholder does not receive the payment, the Company shall not be liable for the amount transferred to such shareholder. Dividend payments in respect of shares listed/registered for trading on the Stock Exchange may be made through securities companies or the Vietnam Securities Depository and Clearing Corporation.

5. Pursuant to the Law on Enterprises and the Law on Securities, the Board of Directors shall pass resolutions or decisions determining a specific record date. Based on such record date, persons registered as shareholders or holders of other securities shall be entitled to receive cash or share dividends, notices or other documents.

6. The annual distribution of dividends and after-tax profits shall be carried out in the following order:

+ Distribution of profits to parties contributing associated capital in accordance with the executed economic contracts (if any);

+ Offsetting losses of previous years which have exceeded the period permitted for deduction from pre-tax profits in accordance with regulations;

+ The annual appropriation rate for the Development Investment Fund shall be decided by the General Meeting of Shareholders based on the enterprise's development investment capital needs, long-term strategy, and annual investment plans approved by the competent authorities; the appropriation rate shall not exceed the maximum level prescribed by law..

+ Allocation to the reward fund, welfare fund for employees of the enterprise, and reward fund for enterprise managers in accordance with Government regulations on labor, salaries, remuneration and bonuses applicable to companies in which the State holds controlling shares or contributed capital;

+ The remaining profits shall be fully distributed as cash dividends and profits to shareholders and capital contributors. For dividends and profits distributed in cash in respect of State capital contributions in the enterprise, such amounts shall be remitted to the State budget in accordance with regulations.

XIV. BANK ACCOUNTS, RESERVE FUNDS, FINANCIAL YEAR AND ACCOUNTING SYSTEM

Article 48. Bank accounts

1. The Company shall open accounts at Vietnamese banks or branches of foreign banks licensed to operate in Vietnam.

2. Subject to prior approval from the competent authority, where necessary, the Company may open bank accounts overseas in accordance with the provisions of law.

3. The Company shall conduct all payments and accounting transactions through Vietnamese Dong or foreign currency accounts opened by the Company at banks.

Article 49. Financial year

The financial year of the Company shall commence on 01 January each year and end on 31 December of the same year. The first financial year shall commence on the date of issuance of the Enterprise Registration Certificate and end on 31 December immediately following the date of issuance of such Enterprise Registration Certificate.

Article 50. Accounting System

1. The accounting system adopted by the Company shall be the enterprise accounting system or a specialized accounting system issued or approved by the competent authority.

2. The Company shall prepare accounting books and records in Vietnamese and maintain accounting records in accordance with the laws on accounting and other relevant laws. Such records must be accurate, updated, systematic, and sufficient to evidence and explain the transactions of the Company.

3. The accounting currency used by the Company shall be Vietnamese Dong. In cases where the Company mainly conducts economic transactions in a foreign currency, the Company may select such foreign currency as its accounting currency, shall be legally responsible for such selection, and shall notify the directly managing tax authority thereof.

XV. ANNUAL REPORT, FINANCIAL STATEMENTS AND INFORMATION DISCLOSURE OBLIGATIONS

Article 51. Annual, semi-annual, and quarterly financial statements

1. The Company must prepare annual financial statements, and these annual financial statements must be audited in accordance with the provisions of law. The Company shall disclose its audited annual financial statements in compliance with the legal regulations on information disclosure on the stock market, and submit them to the competent state authorities.

2. Annual financial statements must include full reports, appendices, and notes in accordance with the provisions of law on corporate accounting. The annual financial statements must truly and objectively reflect the operational status of the Company.

3. The Company must prepare and disclose reviewed semi-annual financial statements and quarterly financial statements in accordance with the provisions of law on information disclosure on the stock market, and submit them to the competent state authorities.

Article 52. Annual report

The Company must prepare and disclose its Annual Report in accordance with the regulations of law on securities and the stock market.

XVI. COMPANY AUDITING

Article 53. Auditing

1. The General Meeting of Shareholders shall appoint an independent auditing company or approve a list of independent auditing companies and authorize the Board of Directors to select one of these entities to conduct the audit of the Company's financial statements for the next financial year, based on the terms and conditions agreed upon with the Board of Directors.

2. The audit report must be attached to the annual financial statements of the Company.

3. The independent auditor conducting the audit of the Company's financial statements is entitled to attend the General Meetings of Shareholders, receive all notices and other information related to the meeting, and express opinions at the meeting on matters related to the audit of the Company's financial statements.

XVII. COMPANY SEAL

Article 54. Company Seal

1. Seals include seals made at seal engraving establishments or seals in the form of digital signatures in accordance with the provisions of law on electronic transactions.

2. The Board of Directors shall decide on the type, quantity, form, and content of the seal of the Company, its branches, and representative offices (if any).

3. The Board of Directors and the General Director shall use and manage the seal in accordance with current legal regulations.

XVIII. COMPANY DISSOLUTION

Article 55. Company dissolution

1. A company may be dissolved in the following cases:

- a) Expiration of the operation period stated in the company's Charter without an extension decision;
- b) Under a resolution or decision of the General Meeting of Shareholders;
- c) Revocation of the Enterprise Registration Certificate, unless otherwise provided by the Law on Tax Administration;

d) Other cases as prescribed by law.

2. The early dissolution of the Company (including the extended period) shall be decided by the General Meeting of Shareholders and executed by the Board of Directors. This dissolution decision must be notified to or approved by the competent authority (if mandatory) in accordance with regulations.

Article 56. Extension of operation period

1. The Board of Directors shall convene the General Meeting of Shareholders at least 07 months before the expiration of the operation period so that shareholders can vote on extending the Company's operation period at the proposal of the Board of Directors.

2. The operation period shall be extended when approved by shareholders representing 65% or more of the total voting shares of all attending shareholders at the General Meeting of Shareholders.

Article 57. Liquidation

1. At least 06 months prior to the expiration of the Company's term of operation or after a decision on dissolution of the Company has been issued, the General Meeting of Shareholders shall establish a Liquidation Committee consisting of 03 members, including 02 members appointed by the General Meeting of Shareholders and 01 member appointed by the Board of Directors from among its members. The members of the Liquidation Committee may be selected from among the Company's employees or independent experts. All expenses related to the liquidation process shall be paid by the Company on a priority basis before other debts and obligations of the Company.

2. The Liquidation Committee shall be responsible for reporting to the business registration authority on the date of its establishment and commencement of operation. From such date, the Liquidation Committee shall represent the Company in all matters relating to the liquidation of the Company before courts and administrative authorities.

3. Proceeds from the liquidation shall be distributed in the following order of priority:

a) Liquidation expenses;

b) Salaries, severance allowances, social insurance contributions, and other benefits of employees in accordance with collective labor agreements and executed labor contracts;

c) Taxes;

d) Other debts of the Company;

d) The remaining balance shall be distributed to shareholders after full payment of all debts specified in items (a) through (d) above. Preferred shares shall be given priority in payment.

XIX. INTERNAL DISPUTE RESOLUTION

Article 58. Internal dispute resolution

1. In the event of disputes or complaints relating to the Company's operations, or to the rights and obligations of shareholders pursuant to the Law on Enterprises, the Company Charter, other applicable laws, or agreements between:

a) Shareholders and the Company;

b) Shareholders and the Board of Directors, the Board of Supervisors, the General Director, or other executives;

The relevant parties shall endeavor to resolve such disputes through negotiation and conciliation. Except for disputes involving the Board of Directors or the Chairman of the Board of Directors, the Chairman of the Board of Directors shall preside over the settlement process and may require each party to present facts relating to the dispute within 30 working days from the date the dispute arises. In cases involving the Board of Directors or the Chairman of the Board of Directors, either party may request the appointment of an independent expert to act as mediator during the dispute resolution process.

2. Where negotiation and conciliation fail to resolve the dispute within 06 weeks from the commencement of the conciliation process, or where a decision of the conciliator is not accepted by the disputing parties, either party may submit the dispute to a court or arbitration for resolution.

3. Each party shall bear its own costs incurred in the negotiation and conciliation process. Payment of court costs shall be implemented in accordance with the court's decision.

XX. AMENDMENT AND SUPPLEMENTATION OF THE CHARTER

Article 59. Company charter

1. Any amendment or supplementation to this Charter must be reviewed and approved by the General Meeting of Shareholders.

2. In cases where laws and regulations relating to the operation of the Company have not yet been referred to in this Charter, or where new legal provisions differ from the provisions of this Charter, such legal provisions shall automatically apply and govern the operation of the Company.

XXI. EFFECTIVENESS

Article 60. Effectiveness

1. This Charter, consisting of 21 Chapters and 60 Articles, was approved by the General Meeting of Shareholders of Phuoc Hoa Rubber Joint Stock Company through a resolution dated May 28, 2026 in hamlet 2A, Phuoc Hoa Commune, Ho Chi Minh City and shall take full force and effect of this Charter.

2. This Charter is made in ten (10) originals of equal legal validity and shall be kept at the Company's head office.

